

P96000000074

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November 24, 1997

Florida Department of State
Division of Corporations
Attention: Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

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-11/26/97--01020--001
****122.50 ****122.50

Re: Articles of Merger of Institute of Business Excellence, Inc.
With and Into BusinessWorks, Inc.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Merger of Institute of Business Excellence, Inc. With and Into BusinessWorks, Inc., together with a check for \$122.50 to cover the \$35.00 filing fee for each party to the merger and the \$52.50 certified copy fee. After the Articles of Incorporation have been filed with your office, please return the certified copy to this office.

If you have any questions regarding this filing, please call me.

Sincerely,

Mary F. Fendle
Mary F. Fendle, Legal Assistant

:mff

Enclosures (3)

cc: Paul A. DePalma w/o enclosure
Stephen D. Dunegan, Esq.

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IN BREVARD COUNTY
DEAN, MEAD, SPIELVOGEL, GOLDMAN & BOYD
(407) 453-2333 • (407) 259-8900 • (407) 725-6373

DEAN
MEAD

IN FORT PIERCE
DEAN, MEAD & MINTON
(407) 464-7700 • (407) 582-7700

FILED
97 NOV 26 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 4 1997

merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

INSTITUTE OF BUSINESS EXCELLENCE, INC., a Florida corporation,
P95000022413

INTO

BUSINESSWORKS, INC., a Florida corporation, P96000000074

File date: November 26, 1997

Corporate Specialist: Thelma Lewis

**ARTICLES OF MERGER OF
INSTITUTE OF BUSINESS EXCELLENCE, INC.
WITH AND INTO
BUSINESSWORKS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of Institute of Business Excellence, Inc., a Florida corporation, with and into BusinessWorks, Inc., a Florida corporation, with BusinessWorks, Inc. being the surviving corporation, is set forth on **Exhibit A** attached hereto and made a part hereof.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and Board of Directors of each corporation by resolutions adopted by Written Consents dated the 22nd day of September, 1997.

ARTICLES III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

DATED this 22 day of September, 1997.

INSTITUTE OF BUSINESS EXCELLENCE, INC.

By: _____

David M. McLean, President

BUSINESSWORKS, INC.

By: _____

Paul A. DePalma, President

EXHIBIT A

**PLAN OF MERGER OF
INSTITUTE OF BUSINESS EXCELLENCE, INC.
WITH AND INTO
BUSINESSWORKS, INC.**

1. INSTITUTE OF BUSINESS EXCELLENCE, INC., a Florida corporation ("Institute"), shall merge with and into BUSINESSWORKS, INC., a Florida corporation ("BusinessWorks"), with BusinessWorks as the surviving corporation.

2. Upon the consummation of the merger of Institute with and into BusinessWorks, the separate existence of Institute shall cease. BusinessWorks, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of BusinessWorks shall not be affected by the merger and upon the merger, BusinessWorks, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Institute prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Institute shall be preserved and remain unimpaired by the merger, all liens upon the properties of Institute shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Institute shall henceforth attach to BusinessWorks and may be enforced against BusinessWorks to the same extent as if such obligations and duties had been incurred by BusinessWorks. Additionally, any existing claim or action or proceeding pending by or against Institute or BusinessWorks may be continued as if the merger did not occur or BusinessWorks may be substituted in such proceedings for Institute.

3. The manner and basis of converting the shares of Institute and BusinessWorks into shares of BusinessWorks are as follows:

a. At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of BusinessWorks issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of common stock, One Dollar (\$1.00) par value, of Institute issued and outstanding shall be converted into one (1) share of common stock, One Dollar (\$1.00) par value, of BusinessWorks. The total consideration that the sole shareholder of Institute shall receive for the ONE HUNDRED FIFTY (150) shares of outstanding One Dollar (\$1.00) par value common stock of Institute shall be ONE HUNDRED FIFTY (150) shares of One Dollar (\$1.00) par value common stock of BusinessWorks.

4. The Articles of Incorporation of BusinessWorks in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of BusinessWorks.

5. The Bylaws of BusinessWorks in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Bylaws of BusinessWorks.

6. As of the effective date of the merger, Paul A. DePalma shall be elected to serve as President and a director of BusinessWorks, John A. DePalma shall be elected to serve as Vice President and a director of BusinessWorks, and David M. McLean shall be elected to serve as a Director and as Secretary/Treasurer of BusinessWorks.

7. The effective date of the merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.